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- and -

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Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

|                            |     |                         |
|----------------------------|-----|-------------------------|
| - - - - -                  | - x |                         |
|                            | :   |                         |
| In re:                     | :   | Chapter 11              |
|                            | :   |                         |
| CIRCUIT CITY STORES, INC., | :   | Case No. 08-35653 (KRH) |
| <u>et al.</u> ,            | :   |                         |
|                            | :   |                         |
| Debtors.                   | :   | Jointly Administered    |
| - - - - -                  | - x |                         |

**ORDER PURSUANT TO BANKRUPTCY CODE SECTION 554  
AUTHORIZING ABANDONMENT OF CERTAIN REAL PROPERTY**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for entry of an order, under Bankruptcy Code section 554,  
authorizing the Debtors to abandon certain real property

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

located in Marion, Illinois and any improvements to or personal property on the same (the "Property"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion as set forth herein is  
GRANTED.
2. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon the Property.
3. The Property shall be abandoned to the City of Marion by deed, attached hereto as Exhibit A.

4. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

5. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
Aug 30 2010, 2010

/s/ Kevin Huenekens  
UNITED STATES BANKRUPTCY JUDGE

Entered on docket: August 31 2010

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
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- and -

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155 North Wacker Drive  
Chicago, Illinois 60606  
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- and -

/s/ Douglas M. Foley  
Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing proposed order has  
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

**Exhibit A**

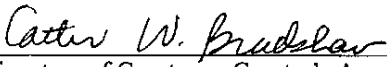
Prepared By:

Christine Szafranski, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
155 North Wacker Drive, Suite 2700  
Chicago, IL 60606

After Recording Return To:

P.O. Box 1087  
400 North Market  
Marion, Illinois 62959  
Attn: Steve Green

EXEMPT UNDER SECTIONS  
(b) and (e) OF 35 ILCS 200/31-45

  
Signature of Grantor or Grantor's Agent

[THE ABOVE SPACE FOR RECORDER'S USE ONLY]

**QUITCLAIM DEED**

THIS QUITCLAIM DEED is made as of this 24<sup>th</sup> day of August, 2010 between CIRCUIT CITY STORES, INC., a Virginia corporation ("Grantor"), having its principal place of business at 4951 Lake Brook Drive, Suite 500, Glen Allen, Virginia 23060, and THE CITY OF MARION, an Illinois municipal corporation ("Grantee"), having its principal place of business at 1102 Tower Square, Marion, Illinois 62959.

Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid by Grantee, the receipt whereof is hereby acknowledged, by these presents does CONVEY AND QUIT CLAIM to Grantee, and to Grantee's successors and assigns, FOREVER, all interest in the following real estate situated in the County of Williamson, in the State of Illinois:

See Exhibit A attached hereto.

Permanent Index Number: 06-17-100-027

Address of Property: 9.4 acres Meadowland Parkway

IN WITNESS WHEREOF, Grantor has caused its name to be signed to these presents as of the day and year first above written.

Grantor: CIRCUIT CITY STORES, INC., a Virginia corporation

By: Catherine W. Bradshaw  
Name: Catherine W. Bradshaw  
Title: VP & Controller

STATE OF Virginia  
SS.  
COUNTY OF Henrico

I, the undersigned, a Notary Public in and for the County and State Aforesaid, do hereby certify that Catherine W. Bradshaw personally known to me to be VP & Controller of Circuit City Stores, Inc., a Virginia corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed and delivered such instrument, in his/her capacity as VP & Controller of such corporation, as his/her free and voluntary act and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 24<sup>th</sup> day of August, 2010.

Michelle C. Smithson  
Notary Public

Expiration Date - 1/31/2014

Notary Registration Number - 221675

Exhibit A

A part of the Southwest Quarter (SW 1/4) of the Northwest Quarter (NW 1/4) and a part of the Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) of Section Seventeen (17), Township Nine (9) South, Range Two (2) East of the Third Principal Meridian, in Williamson County, Illinois, more particularly described as follows: Commencing at the Northwest corner of said Section 17, marked with a bronze cap in the pavement near the intersection of the centerline of the West bound lanes of Illinois Route 13 and the centerline of Illinois Route 148; thence South 00 degrees 35'51" West, along the West line of said Section 17, a distance of 1435.68 feet; thence South 89 degrees 24'09" East, normal to said West line, a distance of 99.81 feet to a point on the East right of way line of Illinois Route 148 and the South right of way line of Meadowland Parkway; thence South 89 degrees 34'51" East, along the said South line, a distance of 1021.06 feet to the Northeast corner of a tract of land previously deeded to Diagraph Corporation by the City of Marion, Illinois and the point of beginning for this description; thence continuing South 89 degrees 34'51" East, along the said South right of way line, a distance of 252.14 feet to a point on the West line of the said Southeast Quarter of the Northwest Quarter of Section 17; thence continuing South 89 degrees 34'51" East, along the said South line, a distance of 206.84 feet to a point on the West line of a tract of land previously deeded to Circuit City Stores, Inc. by the City of Marion, Illinois; thence South 00 degrees 14'41" West, along the said West line, a distance of 957.14 feet to the Southwest corner of said tract; thence North 73 degrees 43'01" West a distance of 218.05 feet to a point on the East line of the said Southwest Quarter of the Northwest Quarter of Section 17; thence continuing North 73 degrees 43'01" West a distance of 259.51 feet to the Southeast corner of the said Diagraph Corporation tract; thence North 00 degrees 14'41" East, along the East line of said tract, a distance of 826.60 feet to the point of beginning, EXCEPT any interest in the coal, oil, gas and other minerals underlying the land which have been heretofore conveyed or reserved in prior conveyances, and all rights and easements in favor of the estate of said coal, oil, gas and other minerals, if any, situated in Williamson County, Illinois.

**PLAT ACT AFFIDAVIT**

STATE OF VIRGINIA)

) SS

COUNTY OF HENRICO)

Catherine W. Bradshaw, the VP & Controller of Circuit City Stores, Inc., a Virginia corporation, being duly sworn on oath, states

- A. { X } That the attached deed is not in violation of 765 ILCS 205/1(a), in that the sale or exchange is of an entire tract of land not being part of a larger tract of land; or
- B. { } That the attached deed is not in violation of 765 ILCS 205/1(b) for one of the following reasons:
1. The division or subdivision of land into parcels or tracts of 5 acres or more in size which does not involve any new streets or easements of access.
  2. The division is of lots or blocks of less than 1 acre in any recorded subdivision which does not involve any new streets or easements of access.
  3. The sale or exchange of parcels of land is between owners of adjoining and contiguous land.
  4. The conveyance of parcels of land or interests therein for use as right-of-way for railroads or other public utility facilities and other pipe lines which does not involve any new streets or easements of access.
  5. The conveyance of land owned by a railroad or other public utility which does not involve any new streets or easements of access.
  6. The conveyance of land for highway or public purpose or grants or conveyances relating to the dedication of land for public use or instruments relating to the vacation of land impressed with a public use.
  7. The conveyance is made to correct descriptions in prior conveyances.
  8. The sale or exchange is of parcels or tracts of land following the division into no more than two parts of a particular parcel or tract of land existing on July 17, 1957, and not involving any new streets or easements of access.
  9. The sale is of a single lot of less than 5 acres from a larger tract, the dimensions and configurations of said larger tract having been determined by the dimensions and configuration of said larger tract on October 1, 1973, and no sale prior to this sale, of any lot or lots from said larger tract having taken place since October 1, 1973, and a survey of said single lot having been made by a registered land surveyor.

AFFIANT further states that he makes this Affidavit for the purpose of inducing the Recorder of Deeds of Williamson County, Illinois, to accept the attached deed for recording.

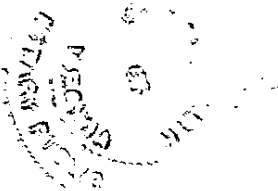
Cathi W. Bradshaw

SUBSCRIBED AND SWORN to before me this 24th day of August, 2010.

Michelle C. Smithson  
Notary Public

Expiration Date - 11/31/2014

Notary Registration Number - 221675



Imaged Certificate of Service Page 10 of 10  
**CERTIFICATE OF NOTICE**

District/off: 0422-7  
Case: 08-35653

User: frenchs  
Form ID: pdforder

Page 1 of 1  
Total Noticed: 1

Date Rcvd: Aug 31, 2010

The following entities were noticed by first class mail on Sep 02, 2010.  
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,  
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Sep 02, 2010

Signature:

